

**LAW OFFICES OF
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August 13, 2010

Ms Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D. C. 20423

RECORDATION NO.

29422-A
FILED

AUG 13 '10 -7 48 AM

Dear Ms. Brown:

SURFACE TRANSPORTATION BOARD

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Subleases, a secondary document, dated as of August 11, 2010. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "A" to the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Subleases are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

American Railcar Leasing LLC
620 North Second Street
St. Charles, MO 63301

A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 14 railcars numbered SHPX 464743-464756, inclusive.

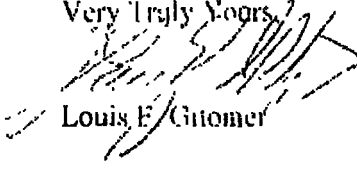
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T Brown
August 13, 2010
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A short summary of the document to appear in the index follows: a Memorandum of Assignment of Subleases between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and American Railcar Leasing LLC, 620 North Second Street, St. Charles, MO 63301, covering 14 railcars numbered SHPX 464743-464756, inclusive

Very Truly Yours,


Louis E. Gutomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between

**AMERICAN RAILCAR LEASING LLC,
as Lessee**

and

**BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§ 11301**

on August ____, 2010 at ____ m

STB - Schedule No. 003 (Subleases)

AUG 13 '10 -7 48 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of August 11, 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC, ("Lessor"), with reference to the following.


Lessee, as lessee, Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of June 30, 2010 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Lessor, a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

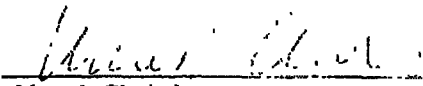
[signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Banc of America Leasing & Capital, LLC

American Railcar Leasing LLC

By: 
Name: Gail C. Beall
Title: Vice President

By: 
Name: Umesh Choksi
Title: CFO & Treasurer

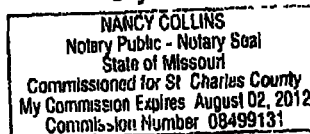
STATE OF MISSOURI)
) ss.
COUNTY OF ST. CHARLES)

I HEREBY CERTIFY, that on this 11th day of August, 2010, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the SVP, Chief Financial Officer and Treasurer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on the date hercof on behalf of said limited liability company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company

AS WITNESS my hand and notarial seal.

Nancy Collins
Notary Public

My commission expires: _____.

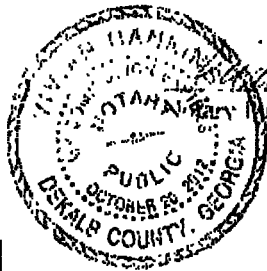


STATE OF Georgia
COUNTY OF Dekalb
TO WIT,

On this 14th day of August, 2010 before me appeared Geoff Beall, to me personally known, who being by me duly sworn, says that he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on August 11th, 2010 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

[Notarial Seal]

My commission expires



VIVIAN HANKINS
NOTARY PUBLIC
Dekalb County - State of Georgia
My Comm. Expires Oct 20, 2012

EXHIBIT A
DESCRIPTION OF UNITS

<u>Lessee</u>		<u>Contract</u>		
<u>Code</u>	<u>Lessee</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
1534	Sunoco, Inc.	82870010	SHPX	464743
1534	Sunoco, Inc.	82870010	SHPX	464744
1534	Sunoco, Inc.	82870010	SHPX	464745
1534	Sunoco, Inc.	82870010	SHPX	464746
1534	Sunoco, Inc.	82870010	SHPX	464747
1534	Sunoco, Inc.	82870010	SHPX	464748
1534	Sunoco, Inc.	82870010	SHPX	464749
1534	Sunoco, Inc.	82870010	SHPX	464750
1534	Sunoco, Inc.	82870010	SHPX	464751
1534	Sunoco, Inc.	82870010	SHPX	464752
1534	Sunoco, Inc.	82870010	SHPX	464753
1534	Sunoco, Inc.	82870010	SHPX	464754
1534	Sunoco, Inc.	82870010	SHPX	464755
1534	Sunoco, Inc.	82870010	SHPX	464756
				Total Number of Railcars: 14